

# **EXHIBIT A**



# Katie S. Cox

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P.O. Box 171, Elkton, Virginia 22827 | 703-640-8666 | [katie@coxfedlaw.com](mailto:katie@coxfedlaw.com) | LinkedIn [KatieSCox](#)

Former federal bank regulator with over 30 years of bank examination and mergers and acquisition experience. Proven record of identifying and addressing corporate governance issues. Material audit experience. Significant experience in reviewing mergers and acquisition proposals for permissibility, strategic viability, and integration success. In-depth expertise regarding U.S. federal and state regulation of digital assets. Demonstrated ability to provide a regulator's point of view to make an organization regulatory compliant as well as financially successful.

## Corporate Governance Skills

- Board member of the Virginia State Golf Association. Serve on the Strategic Planning, Governance and Finance Committees.
- Audit committee member of Custodia Bank, a digital asset products and service provider.
- Key presenter for the Federal Reserve's Large Banking Institution Director Orientation Program, which provides regulatory training for new directors of U.S. banking institutions with assets between \$10 billion and \$50 billion.
- Contributor to Federal Reserve Guidance SR 15-15 *Supervisory Concerns Related to Shareholder Protection Arrangements*, which describes unsafe and unsound issues related to certain provisions in shareholders' capital raising instruments.
- Federal bank examiner experience in assessing corporate governance adequacy, which included reviewing sufficiency of board packages and evaluating board member composition and effectiveness of oversight.

## Digital Transformation Regulatory Affairs Skills

- Regulatory affairs advisor for a de novo depository institution which will solely focus on digital asset products and services. This institution applied with the Federal Reserve System for a master account and is working towards being the first U.S. digital asset-focused bank to receive such an account.
- Stay apprised of actions of U.S. regulators and legislators regarding a U.S. central bank digital currency as well as other digital assets and blockchain technology.

## Mergers & Acquisitions Skills

- Key official responsible for mergers and acquisitions in the Federal Reserve System. Ensured that proposals met all statutory factors, including strategic future prospects; managed the review of proposals in a timely fashion; and developed recommendations for action on proposals.
- Presented policy setting or significantly large proposals to numerous chairs of the Federal Reserve, including Greenspan, Bernanke, Yellen and Powell, to seek a decision of approval or denial.
- Developed key regulatory M&A guidance, including SR 13-7 *State Member Bank Branching Considerations* and SR 14-2 *Enhancing Transparency in the Applications Process*. This innovative guidance was designed to convey to the public mergers and acquisitions regulatory concerns that can hinder proposals.

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## Work Experience

### PwC

*May 2022- Present*

#### Consultant, Financial Services Risk & Regulatory Practice

Advise clients on a range of regulatory matters, including charter conversions, applications, regulatory strategy, and risk management. Assist a range of traditional and nontraditional financial services firms with respect to regulatory communications and engagement strategies.

### Fitco Consulting Pte, Limited

*July 2021 – January 2023*

#### Financial Services Regulatory Consultant

Fitco is an international company that connects subject matter experts with private and public entities. Currently advise several Asian clients regarding U.S. banking regulators' economic and digital assets policies as well as U.S. legislators' actions. Areas of focus include the Federal Reserve's Federal Open Market Committee actions, the Federal Reserve's on-going consideration of developing a central bank digital dollar, and U.S. regulatory and legislative efforts concerning stablecoins and other digital assets.

### Custodia Bank, Inc. (formerly known as Avanti Financial Group)

*May 2020 – Present*

#### Advisor

Custodia Bank is a *de novo* special purpose depository institution which will engage in a range of digital assets payments, custody, securities, and commodities activities for institutional customers. Responsibilities include providing business, industry, regulatory affairs, and product advice, as well as guidance related to the company's business strategies. Provide government relations services. Also serve on the company's audit committee.

### Board of Governors of the Federal Reserve System (Board)

#### ***Mergers & Acquisitions Section***

*November 2010 – March 2020*

#### Manager

Oversaw the review of the most complex domestic and international merger and acquisition proposals filed with the Federal Reserve System. These proposals involved the offering of fintech products and services such as artificial intelligence, cryptocurrency, blockchain technology, and innovative money transmissions. These proposals also included community bank acquisitions. Collaborated with applicants to address regulatory concerns involving areas such as the long-term viability of a business plan, direct and indirect proposed owners, product risk management, concentrations related to revenues or assets, and Bank Secrecy Act compliance. Reviewed organizational documents, capital instrument documents, and proposed management in order to identify corporate governance weaknesses. Presented oral and written briefings to the Governors of the Board to obtain guidance for proposals that posed novel banking policy matters (including banking products or services) or involve very large banking institutions. Served as one of the Federal Reserve's key drivers in the development of bank mergers and acquisitions policies. Provided leadership in developing and implementing bank regulatory burden reduction initiatives, particularly for U.S. community banks. Served as the Federal Reserve System's subject matter expert on Regulation W, which governs transactions between banks and their affiliates.

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*March 2006 – October 2010*Senior Supervisory Financial Analyst

Position required leadership skills to coordinate the review by Board and Reserve Bank staff and other banking regulators of complex mergers and acquisition proposals. Served as analyst for several high profile, market disruption-related proposals filed during the height of the financial crisis. These included the proposals to convert to bank holding companies by Ally (formerly GMAC) and Goldman Sachs, the acquisition of Merrill Lynch by Bank of America, and the acquisition of Countrywide by Bank of America. Developed and presented briefings for policy setting proposals to the Governors of the Board, including several Chairs of the Board.

*March 2001 – February 2006*Supervisory Financial Analyst

Performed financial and managerial reviews of proposals by domestic banks, foreign banks, and nonbanks that raised material supervisory, financial, and/or policy issues. Coordinated these reviews with staff of the Board, the Reserve Banks, and other regulatory agencies. Identified issues presented by such proposals and recommended appropriate solutions consistent with Federal Reserve System policies, procedures, and guidelines. Developed written and/or oral presentations to the Governors of the Board to articulate Board staff's recommendations regarding the appropriate action on such banking proposals. Served as the Board's primary analyst to review applications involving asset quality, securitization, and Regulation W issues.

*June 1999 – February 2001*Senior Financial Analyst

Performed financial and managerial analysis of domestic and foreign bank proposals that raised supervisory, financial, or policy issues. Developed written analysis and recommendations for immediate management.

**U.S. Air Force Audit Agency<sup>1</sup>***August 1997 – May 1999*Auditor

Performed audits of U.S. Air Force entities. Scope of work included researching prior audits, reviewing pertinent regulations and directives, and determining audit objectives. Developed audit programs with specific audit steps to achieve the audit objectives. Conducted audits that incorporated sampling techniques – both random and judgmental, reviewed internal controls, and determined compliance with applicable regulations and U.S. Air Force directives. Developed recommendations for addressing identified weaknesses. Presented findings and recommendations to military commanders in oral and written form.

**Federal Reserve System***April 1993 – June 1995*Commissioned Federal Bank Examiner

Conducted examinations of commercial banks, foreign branches, Edge Act Corporations, and bank holding companies. Directly supervised examination teams. Scope of work encompassed evaluating internal audit systems and corporate governance, performing loan review, and evaluating the condition of the entities as related to capital, asset quality, management, earnings, and liquidity. Reported findings to

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<sup>1</sup> I temporarily left the Federal Reserve System in 1995 in order to accompany my husband on his active duty U.S. Air Force tours in Ramstein, Germany and San Antonio, Texas. I was not employed for the first two years of his tour in Germany.

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management of the banking entities and the Federal Reserve System in written and oral form. Served as an instructor for the Federal Reserve System's core bank examiner school.

*August 1990 – March 1993*

Associate Bank Examiner

Performed loan review and served as examiner-in-charge of community banks and bank holding companies. Served as assistant-in-charge of large and/or problematic institutions; primary function was to assess adequacy of internal control procedures. Provided on the job training to less experienced examiners.

*January 1988 – July 1990*

Assistant Bank Examiner

Evaluated the audit functions and assessed the overall system of internal controls of commercial banks, foreign branches, and Edge Act Corporations. Verified financial reports submitted to the Federal Reserve and determined compliance with various federal and state banking laws.

*November 1985 – December 1987*

Financial Analyst

Analyzed proposals submitted for bank holding company formations, acquisitions, and mergers involving financial institutions with assets between \$20 million and \$600 million. Prepared written summary of findings, including detailed financial and managerial analysis of bank holding companies and banks for senior Reserve Bank management.

## Education & Certifications

**Central High School**, Woodstock, Virginia, High School Diploma, June 1981

**University of Virginia**, Charlottesville, Virginia, Bachelor of Science in Commerce, May 1985  
Concentration in Finance with additional course working in accounting (21 hours)

**Kansas State University**, Manhattan, Kansas, Agricultural Lending School

**Commissioned Federal Bank Examiner**, Federal Reserve System, April 1993

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## Board Experience

Board member, Virginia State Golf Association, Richmond, VA January 2022 - Present

Finance Committee, Mount Vernon Country Club, Alexandria, VA January 2008 - December 2018

Board member and Treasurer, Girl Scouts Overseas, Ramstein, Germany July 1995 - July 1997

## Other Interests

### Golf:

2011 USGA Women's Mid-Amateur Competitor

2013 USGA Women's Senior Amateur Competitor

4-time Club Champion - Mount Vernon Country Club, Alexandria, VA

1-time Club Champion - Fort Belvoir Golf Club, Alexandria, VA

3-time Club Champion - Spotswood Country Club, Harrisonburg, VA

8-time member of winning team - Virginia Women's State Team Matches, Mount Vernon Country Club

2022 Ranked #5 VSGA Senior Women's Golfer

2022 Women's District of Columbia Golf Association's Senior Champion